

RECORDATION NO. 24904 FILED

SEP 30 2011 2 55 PM

SURFACE TRANSPORTATION BOARD

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September 30, 2011

Ms Cynthia T Brown
Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S W
Washington, D C 20423

Dear Ms Brown

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of September 30, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents

The names and addresses of the parties to the enclosed document are

| | |
|---------|---|
| Lessor | Trinity Industries Leasing Company 2525 Stemmons Freeway Dallas, TX 75207 |
| [Lessee | International Chemical Company 2628-48 N Mascher St Philadelphia, PA 19133] |

Ms Cynthia T Brown
September 30, 2011
Page 2

A description of the railroad equipment covered by the enclosed document
is

134 tank railcars TILX 135986 – TILX 136119

A short summary of the document to appear in the index is

Memorandum of Lease Agreement

Also enclosed is a check in the amount of \$41 00 payable to the order of
the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the
undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read 'Edward M Luria', with a stylized, flowing script.

✓ Edward M Luria

EML/bhs
Enclosures

RECORDATION NO. 29904 FILED

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MEMORANDUM OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Agreement dated as of September 30, 2011 by Trinity Industries Leasing Company, a Delaware corporation (the "Lessor").

WITNESSETH:

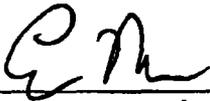
Lessor and International Chemical Company, an Oklahoma corporation (the "Lessee") are parties to that certain Railroad Car Lease Agreement (the "Lease Agreement"), dated April 10, 2003, whereby Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from Lessor certain railroad cars as listed on each Rider incorporated therein.

Lessor and Lessee have executed Rider Three (3) to Railroad Car Lease Agreement, effective December 15, 2010 whereby Lessor has agreed to lease to Lessee and the Lessee has agreed to lease from Lessor certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

**TRINITY INDUSTRIES LEASING
COMPANY**

By: 
Name: Eric Marchetto
Title: Vice President

Executed on this 21st day of September, 2011

[Memorandum of Lease Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 29th day of September 2011, before a Notary Public in an for said County and State, personally appeared Eric Marchetto, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that said instrument was signed on September 29, 2011 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Mary E. Koftan
Name: _____
Notary Public

My Commission Expires: March 7, 2013
Residing in Tarrant County

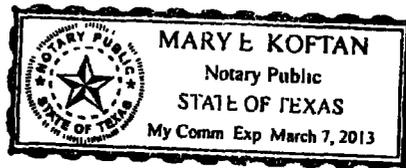


EXHIBIT A

Equipment: 13,818 nominal gallon capacity, DOT 111A100W1 insulated and exterior coiled tank cars

Quantity: One Hundred Thirty-Four (134)

Road Numbers: See attached

Road Numbers

TILX 135986
TILX 135987
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[Memorandum of Lease Agreement]

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[Memorandum of Lease Agreement]

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TILX 136119

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated 9/30/11

Edward M Luria
Edward M Luria